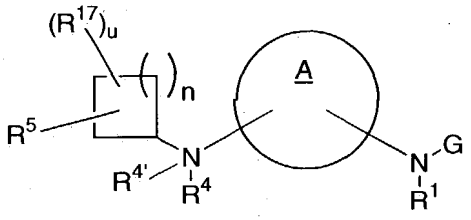
CLAIMS

What is claimed is:

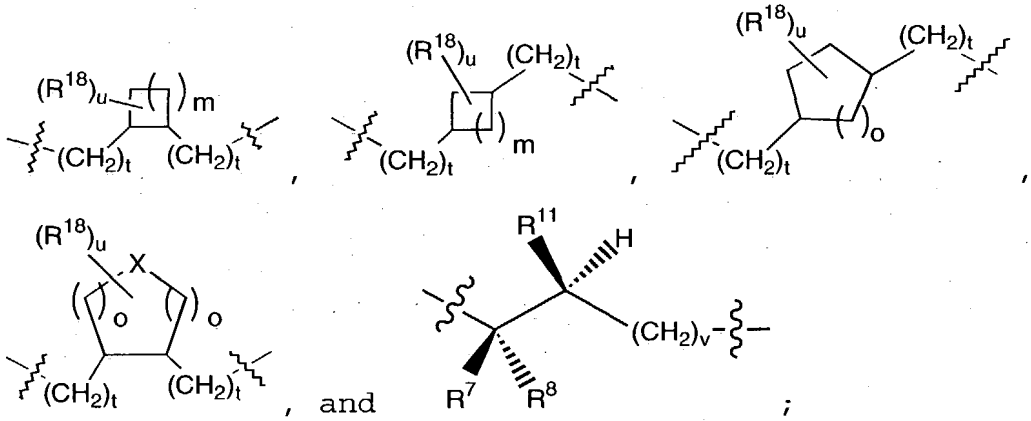
1. A compound of formula (I):



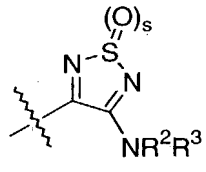
(I)

or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

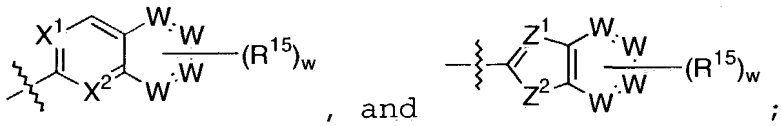
A is selected from



G is selected from $-C(O)R^3$, $-C(O)NR^2R^3$, $-C(O)OR^3$, $-SO_2NR^2R^3$, $-SO_2R^3$, $-C(=S)NR^2R^3$, $C(=NR^{1a})NR^2R^3$, $C(=CHCN)NR^2R^3$,



$C(=CHNO_2)NR^2R^3$, $C(=C(CN)_2)NR^2R^3$,



W, at each occurrence, is independently selected from C or N, provided at least two of W are C;

X is selected from O, S, and NR^{19};

X^1 and X^2 are independently selected from C and N;

Z^1 is selected from C and N;

Z^2 is selected from NR^{1a}, O, S and C;

R^1 and R^2 are independently selected from H, C_{1-8} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, and a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^a;

R^{1a} is independently selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^a;

R^a, at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^bR^b$, $(CH_2)_rOH$, $(CH_2)_rOR^c$, $(CH_2)_rSH$, $(CH_2)_rSR^c$, $(CH_2)_rC(O)R^b$, $(CH_2)_rC(O)NR^bR^b$, $(CH_2)_rNR^bC(O)R^b$, $(CH_2)_rC(O)OR^b$, $(CH_2)_rOC(O)R^c$, $(CH_2)_rCH(=NR^b)NR^bR^b$, $(CH_2)_rNHC(=NR^b)NR^bR^b$, $(CH_2)_rS(O)_pR^c$, $(CH_2)_rS(O)_2NR^bR^b$, $(CH_2)_rNR^bS(O)_2R^c$, and $(CH_2)_r$phenyl;

R^b, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^c, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

alternatively, R^2 and R^3 join to form a 5, 6, or 7-membered ring substituted with 0-3 R^a;

R^3 is selected from a $(CR^{3'}R^{3''})_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{15} and a $(CR^{3'}R^{3''})_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15};

$R^{3'}$ and $R^{3''}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^4 is hydrogen, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^a;

alternatively, R^4 joins with R^8 or R^{11} to form a pyrrolidine or piperidine ring system substituted with 0-3 R^{4d};

$R^{4'}$ is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{3-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_qC(O)R^{4b}$, $(CH_2)_qC(O)NR^{4a}R^{4a'}$, $(CH_2)_qC(O)OR^{4a}$, and a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{4c};

R^{4a} and $R^{4a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^{4b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, $(CH_2)_rC_{3-6}$ cycloalkyl, C_{2-8} alkynyl, and phenyl;

R^{4c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4a}R^{4a'}$, and $(CH_2)_r$phenyl;

R^{4d}, is selected from H, C_{1-6} alkyl, $(CHR')_qOH$, $(CHR')_qOR^{7a}$, $(CHR')_qOC(O)R^{7b}$, $(CHR')_qOC(O)NHR^{7a}$;

R^5 is selected from a $(CR^{5'}R^{5''})_t$-$C_{3-10310}$ carbocyclic residue substituted with 0-5 R^{1616} and a $(CR^{5'}R^{5''})$t-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{1616};

$R^{5'5}$ and $R^{5''5}$, at each occurrence, are selected from H, C_{1-616} alkyl, $(CH_{22})_rC_{3-636}$ cycloalkyl, and phenyl;

R^7, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CHR')_qOH$, $(CHR')_qSH$, $(CHR')_qOR^{7d}$, $(CHR')_qSR^{7d}$, $(CHR')_qNR^{7a}R^{7a'}$, $(CHR')_qC(O)OH$, $(CHR')_rC(O)R^{7b}$, $(CHR')_qC(O)NR^{7a}R^{7a'}$, $(CHR')_qNR^{7a}C(O)R^{7a}$, $(CHR')_qNR^{7a}C(O)H$, $(CHR')_qC(O)OR^{7a}$, $(CHR')_qOC(O)R^{7b}$, $(CHR')_qS(O)_pR^{7b}$, $(CHR')_qS(O)_2NR^{7a}R^{7a'}$, $(CHR')_qNR^{7a}S(O)_2R^{7b}$, $(CHR')_qNHC(O)NR^{7a'}R^{7a}$, $(CHR')_qNHC(O)OR^{7a}$, $(CHR')_qOC(O)NHR^{7a}$, C_{1-6} haloalkyl, a $(CHR')_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{7c}, and a $(CHR')_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7c};

R^{7a} and $R^{7a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{7e}, and a $(CH_2)_r$-5-6 membered

heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{7f}R^{7f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{7b}$, $(CH_2)_rC(O)NR^{7f}R^{7f}$, $(CH_2)_rNR^{7f}C(O)R^{7a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{7b}$, $(CH_2)_rC(=NR^{7f})NR^{7f}R^{7f}$, $(CH_2)_rS(O)_pR^{7b}$, $(CH_2)_rNHC(=NR^{7f})NR^{7f}R^{7f}$, $(CH_2)_rS(O)_2NR^{7f}R^{7f}$, $(CH_2)_rNR^{7f}S(O)_2R^{7b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{7e}, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{7c};

R^{7e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_qOH$, OH, $(CH_2)_qSH$, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_qNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R^{7f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^8 is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{8a};

R^{8a}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

alternatively, R^7 and R^8 join to form C_{3-7} cycloalkyl, or $=NR^{8b}$;

R^{8b} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, OH, CN, and $(CH_2)_r$-phenyl;

R^{11}, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_qOH$, $(CH_2)_qSH$, $(CH_2)_qOR^{11d}$, $(CH_2)_qSR^{11d}$, $(CH_2)_qNR^{11a}R^{11a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{11b}$, $(CH_2)_rC(O)NR^{11a}R^{11a'}$, $(CH_2)_qNR^{11a}C(O)R^{11b}$, $(CH_2)_qNR^{11a}C(O)NR^{11a'}R^{11a}$, $(CH_2)_rC(O)OR^{11a}$, $(CH_2)_qOC(O)R^{11b}$, $(CH_2)_qS(O)_pR^{11b}$, $(CH_2)_qS(O)_2NR^{11a}R^{11a'}$, $(CH_2)_qNR^{11a}S(O)_2R^{11b}$, C_{1-6} haloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{11c}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11c};

R^{11a} and $R^{11a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{11e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{11f}R^{11f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{11b}$, $(CH_2)_rC(O)NR^{11f}R^{11f}$, $(CH_2)_rNR^{11f}C(O)R^{11a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{11b}$, $(CH_2)_rC(=NR^{11f})NR^{11f}R^{11f}$, $(CH_2)_rNHC(=NR^{11f})NR^{11f}R^{11f}$, $(CH_2)_rS(O)_pR^{11b}$, $(CH_2)_rS(O)_2NR^{11f}R^{11f}$, $(CH_2)_rNR^{11f}S(O)_2R^{11b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{11e}, C_{3-6} alkenyl, C_{3-6} alkynyl, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{11c};

R^{11e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$phenyl;

R^{11f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{15}, at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CHR')_rNR^{15a}R^{15a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{15d}$, $(CHR')_rSH$, $(CHR')_rC(O)H$, $(CHR')_rS(CHR')_rR^{15d}$, $(CHR')_rC(O)OH$, $(CHR')_rC(O)(CHR')_rR^{15b}$, $(CHR')_rC(O)NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$, $(CHR')_rNR^{15f}C(O)NR^{15a}R^{15a'}$, $(CHR')_rC(O)O(CHR')_rR^{15d}$, $(CHR')_rOC(O)(CHR')_rR^{15b}$, $(CHR')_rC(=NR^{15f})NR^{15a}R^{15a'}$, $(CHR')_rNHC(=NR^{15f})NR^{15a}R^{15a'}$, $(CHR')_rS(O)_p(CHR')_rR^{15b}$,

$(CHR')_rS(O)_2NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}S(O)_2(CHR')_rR^{15b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CHR')_r$phenyl substituted with 0-3 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R', at each occurrence, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{15e};

R^{15a} and $R^{15a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{15e}, and $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15d}, at each occurrence, is selected from C_{3-8} alkenyl, C_{3-8} alkynyl, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{15e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{15e}, and a $(CH_2)_r$5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15e};

R^{15e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br,

I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{15f}R^{15f}$, and $(CH_2)_r$phenyl;

R^{15f}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^{16}, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CHR')_rNR^{16a}R^{16a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{16d}$, $(CHR')_rSH$, $(CHR')_rC(O)H$, $(CHR')_rS(CHR')_rR^{16d}$, $(CHR')_rC(O)OH$, $(CHR')_rC(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)O(CHR')_rR^{16d}$, $(CHR')_rOC(O)(CHR')_rR^{16b}$, $(CHR')_rC(=NR^{16f})NR^{16a}R^{16a'}$, $(CHR')_rNHC(=NR^{16f})NR^{16a}R^{16a'}$, $(CHR')_rS(O)_p(CHR')_rR^{16b}$, $(CHR')_rS(O)_2NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', and $(CHR')_r$phenyl substituted with 0-3 R^{16e};

R^{16a} and $R^{16a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{16e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{16e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16d}, at each occurrence, is selected from C_{3-8} alkenyl, C_{3-8} alkynyl, methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{16e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{16e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16e};

R^{16e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{16f}R^{16f}$, and $(CH_2)_r$phenyl;

R^{16f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{17}, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_qOH$, $(CH_2)_qSH$, $(CH_2)_qOR^{17d}$, $(CH_2)_qSR^{17d}$, $(CH_2)_qNR^{17a}R^{17a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{17b}$, $(CH_2)_rC(O)NR^{17a}R^{17a'}$, $(CH_2)_qNR^{17a}C(O)R^{17b}$, $(CH_2)_qNR^{17a}C(O)H$, $(CH_2)_rC(O)OR^{17a}$, $(CH_2)_qOC(O)R^{17b}$, $(CH_2)_qS(O)_pR^{17b}$, $(CH_2)_qS(O)_2NR^{17a}R^{17a'}$, $(CH_2)_qNR^{17a}S(O)_2R^{17b}$, C_{1-6} haloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{17c}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{17c};

R^{17a} and $R^{17a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{17e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{17e};

R^{17b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{17e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{17e};

R^{17c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{17f}R^{17f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{17b}$, $(CH_2)_rC(O)NR^{17f}R^{17f}$, $(CH_2)_rNR^{17f}C(O)R^{17a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{17b}$, $(CH_2)_rC(=NR^{17f})NR^{17f}R^{17f}$, $(CH_2)_rS(O)_pR^{17b}$, $(CH_2)_rNHC(=NR^{17f})NR^{17f}R^{17f}$, $(CH_2)_rS(O)_2NR^{17f}R^{17f}$, $(CH_2)_rNR^{17f}S(O)_2R^{17b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{17e};

R^{17d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{17e}, C_{3-6} alkenyl, C_{3-6} alkynyl, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{17c};

R^{17e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{17f}R^{17f}$, and $(CH_2)_r$phenyl;

R^{17f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{18}, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CHR')_qOH$, $(CHR')_qSH$, $(CHR')_qOR^{18d}$, $(CHR')_qSR^{18d}$, $(CHR')_qNR^{18a}R^{18a'}$, $(CHR')_rC(O)OH$, $(CHR')_rC(O)R^{18b}$, $(CHR')_rC(O)NR^{18a}R^{18a'}$,

$(CHR')_qNR^{18a}C(O)R^{18a}$, $(CHR')_qNR^{18a}C(O)H$, $(CHR')_rC(O)OR^{18a}$, $(CHR')_qOC(O)R^{18b}$, $(CHR')_qS(O)_pR^{18b}$, $(CHR')_qS(O)_2NR^{18a}R^{18a'}$, $(CHR')_qNR^{18a}S(O)_2R^{18b}$, C_{1-6} haloalkyl, a $(CHR')_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{18c}, and a $(CHR')_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{18c};

R^{18a} and $R^{18a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{18e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{18e};

R^{18b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{18e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{18e};

R^{18c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{18f}R^{18f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{18b}$, $(CH_2)_rC(O)NR^{18f}R^{18f}$, $(CH_2)_rNR^{18f}C(O)R^{18a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{18b}$, $(CH_2)_rC(=NR^{18f})NR^{18f}R^{18f}$, $(CH_2)_rS(O)_pR^{18b}$, $(CH_2)_rNHC(=NR^{18f})NR^{18f}R^{18f}$, $(CH_2)_rS(O)_2NR^{18f}R^{18f}$, $(CH_2)_rNR^{18f}S(O)_2R^{18b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{18e};

R^{18d}, at each occurrence, is selected from methyl, CF_3, C_{2-6} alkyl substituted with 0-3 R^{18e}, C_{3-6} alkenyl, C_{3-6}

alkynyl, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{18c};

R^{18e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{18f}R^{18f}$, and $(CH_2)_r$phenyl;

R^{18f}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{19} is selected from C_{1-8} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, $-C(O)R^{19b}$, $-C(O)NR^{19a}R^{19a}$, $-C(O)OR^{19a}$, and $-SO_2R^{19a}$, a $(CHR')_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{16}, and a $(CHR')_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16};

R^{19a} is selected from C_{1-8} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, C_{3-6} cycloalkyl, a $(CR^{5'5}R^{5''})_t$-$C_{3-10310}$ carbocyclic residue substituted with 0-5 R^{1516} and a $(CR^{5'5}R^{5''5})_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{1616};

R^{19b} is selected from H, C_{1-8} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, C_{3-6} cycloalkyl, a $(CR^{5'}R^{5''})_t$-$C_{3-10310}$ carbocyclic residue substituted with 0-5 R^{1516} and a $(CR^{5'}R^{5''})_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{1616};

m, at each occurrence, is selected from 1, 2, 3, 4, and 5;

n, at each occurrence, is selected from 0, 1, 2, 3, 4, and 5;

o, at each occurrence, is selected from 1 and 2;

p, at each occurrence, is selected from 1 and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, 4, and 5;

q, at each occurrence, is selected from 1, 2, 3, 4, and 5;

s, at each occurrence, is selected from 0, 1, and 2;

t, at each occurrence, is selected from 0, 1, 2, 3, 4, and 5;

u, at each occurrence, is independently selected from 0, 1, and 2;

v, at each occurrence, is selected from 0 and 1; and

w, at each occurrence, is selected from 0, 1, 2, and 3.

2. The compound of claim 1, wherein:

$R^{4'}$ is absent or, taken with the nitrogen to which it is attached to form an N-oxide;

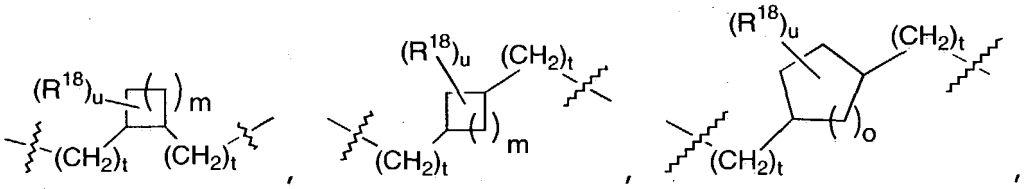
R^7, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CHR')_qOH$, $(CHR')_qOR^{7d}$, $(CHR')_qNR^{7a}R^{7a'}$, $(CHR')_qC(O)R^{7b}$, $(CHR')_qC(O)NR^{7a}R^{7a'}$, $(CHR')_qNR^{7a}C(O)R^{7b}$, $(CHR')_qNR^{7a}C(O)H$, $(CHR')_qS(O)_2NR^{7a}R^{7a'}$, $(CHR')_qNR^{7a}S(O)_2R^{7b}$, $(CHR')_qNHC(O)NHR^{7a}$, $(CHR')_qNHC(O)OR^{7a}$, $(CHR')_qOC(O)NHR^{7a}$, C_{1-6} haloalkyl, a $(CHR')_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{7c}, and a $(CHR')_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7c};

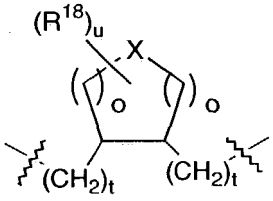
alternatively, R^7 and R^8 join to form C_{3-7} cycloalkyl, or $=NR^{8b}$;

R^{11}, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_qOH$, $(CH_2)_qOR^{11d}$, $(CH_2)_qNR^{11a}R^{11a'}$, $(CH_2)_rC(O)R^{11b}$, $(CH_2)_rC(O)NR^{11a}R^{11a'}$, $(CH_2)_qNR^{11a}C(O)R^{11b}$, $(CH_2)_qNR^{11a}C(O)NHR^{11a}$, $(CH_2)_qNHC(O)NHR^{11a}$, $(CH_2)_qNHC(O)OR^{11a}$, $(CH_2)_qOC(O)NHR^{11a}$, C_{1-6} haloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{11c}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11c}.

3. The compound of claim 2, wherein:

A is selected from



and  ; and

t is selected from 0, 1, and 2.

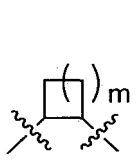
4. The compound of claim 3, wherein:

R^{17} is selected from H; and

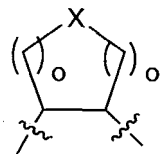
R^{18} is selected from H.

5. The compound of claim 4, wherein:

A is selected from



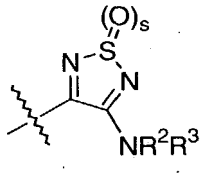
and



.

6. The compound of claim 5, wherein:

G is selected from $-C(O)R^3$, $-C(O)NR^2R^3$, $-C(O)OR^3$, $-SO_2NR^2R^3$, and $-SO_2R^3$, $-C(=S)NR^2R^3$, $C(=NR^{1a})NR^2R^3$, $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, $C(=C(CN)_2)NR^2R^3$, and



.

7. The compound of claim 6, wherein:

G is selected from $-C(O)NR^2R^3$, $^{23}C(=NR^{1a})NR^2R^3$, $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, and $C(=C(CN)_2)NR^2R^3$;

8. The compound of claim 7, wherein:

R^{16}, at each occurrence, is selected from methyl, ethyl, propyl, iso-propyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CHR')_rNR^{16a}R^{16a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{16d}$, $(CHR')_rC(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$, $(CHR')_rS(O)_p(CHR')_rR^{16b}$, $(CHR')_rS(O)_2NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$, C_{1-6} haloalkyl, and $(CHR')_r$phenyl substituted with 0-3 R^{16e};

R^{16a} and $R^{16a'}$, at each occurrence, are selected from H, methyl, ethyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{16e};

R^{16e}, at each occurrence, is selected from methyl, ethyl, Cl, F, Br, I, CN, CF_3, and OCH_3;

R^{16f}, at each occurrence, is selected from H; and

r is selected from 0, 1, and 2.

9. The compound of claim 8, wherein:

R^3 is selected from a $(CR^{3'}R^{3''})_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{15} and a $(CR^{3'}CR^{3''})_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, subsituted with 0-2 R^{15};

$R^{3'}$ and $R^{3''}$, at each occurrence, are selected from H;

R^{15}, at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, F, CN, $(CHR')_rNR^{15a}R^{15a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{15d}$, $(CHR')_rC(O)(CHR')_rR^{15b}$, $(CHR')_rC(O)NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$, $(CHR')_rNR^{15f}C(O)NR^{15f}R^{15f}$, $(CHR')_rC(O)O(CHR')_rR^{15d}$, $(CHR')_rOC(O)(CHR')_rR^{15b}$, $(CHR')_rS(O)_p(CHR')_rR^{15b}$, $(CHR')_rS(O)_2NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}S(O)_2(CHR')_rR^{15b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CHR')_r$phenyl substituted with 0-3 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

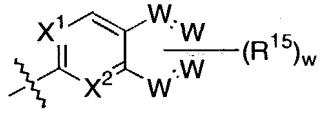
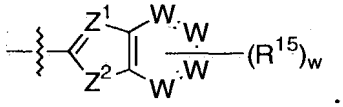
R', at each occurrence, is selected from H, and C_{1-6} alkyl;

R^{15a} and $R^{15a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{15e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C_{1-6} alkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{15e}, and $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e}; and

R^{15e}, at each occurrence, is selected from C_{1-6} alkyl, Cl, F, Br, I, CN, $(CF_2)_rCF_3$, and OH.

10. The compound of claim 5, wherein:

G is selected from  , and  .

11. The compound of claim 10, wherein:

R^1 is selected from H;

both X^1 and X^2 cannot be C; and

Z^2 is selected from $NR^{1'}$, O, and S.

12. The compound of claim 11, wherein:

R^{16}, at each occurrence, is selected from methyl, ethyl, propyl, iso-propyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CHR')_rNR^{16a}R^{16a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{16d}$, $(CHR')_rC(O)(CHR')_rR^{16b}$,

$(CHR')_rC(O)NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$, $(CHR')_rS(O)_p(CHR')_rR^{16b}$, $(CHR')_rS(O)_2NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$, C_{1-6} haloalkyl, and $(CHR')_r$phenyl substituted with 0-3 R^{16e};

R^{16a} and $R^{16a'}$, at each occurrence, are selected from H, methyl, ethyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{16e};

R^{16e}, at each occurrence, is selected from methyl, ethyl, Cl, F, Br, I, CN, CF_3, and OCH_3;

R^{16f}, at each occurrence, is selected from H; and

r is selected from 0, 1, and 2.

13. The compound of claim 12, wherein:

R^{15}, at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, F, CN, $(CHR')_rNR^{15a}R^{15a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{15d}$, $(CHR')_rC(O)(CHR')_rR^{15b}$, $(CHR')_rC(O)NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$, $(CHR')_rNR^{15f}C(O)NR^{15f}R^{15f}$, $(CHR')_rC(O)O(CHR')_rR^{15d}$, $(CHR')_rOC(O)(CHR')_rR^{15b}$, $(CHR')_rS(O)_p(CHR')_rR^{15b}$, $(CHR')_rS(O)_2NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}S(O)_2(CHR')_rR^{15b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CHR')_r$phenyl substituted with 0-3 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R', at each occurrence, is selected from H, and C_{1-6} alkyl;

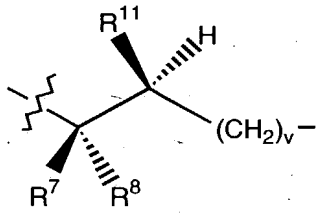
R^{15a} and $R^{15a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted

with 0-5 R^{15e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C_{1-6} alkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{15e}, and $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e}; and

R^{15e}, at each occurrence, is selected from C_{1-6} alkyl, Cl, F, Br, I, CN, $(CF_2)_rCF_3$, and OH.

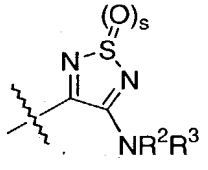
14. The compound of claim 2, wherein:

A is selected from 

;

v is selected from 0 and 1.

15. The compound of claim 14, wherein:

G is selected from $-C(O)R^3$, $-C(O)NR^2R^3$, $-C(O)OR^3$, $-SO_2NR^2R^3$, and $-SO_2R^3$, $-C(=S)NR^2R^3$, $C(=NR^{1a})NR^2R^3$, $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, $C(=C(CN)_2)NR^2R^3$, and 

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16. The compound of claim 15, wherein:

G is selected from $-C(O)NR^2R^3$,[23] $C(=NR^{1a})NR^2R^3$, $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, and $C(=C(CN)_2)NR^2R^3$.

17. The compound of claim 16, wherein:

R^{16}, at each occurrence, is selected from methyl, ethyl, propyl, iso-propyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CHR')_rNR^{16a}R^{16a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{16d}$, $(CHR')_rC(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$, $(CHR')_rS(O)_p(CHR')_rR^{16b}$, $(CHR')_rS(O)_2NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$, C_{1-6} haloalkyl, and $(CHR')_r$phenyl substituted with 0-3 R^{16e};

R^{16a} and $R^{16a'}$, at each occurrence, are selected from H, methyl, ethyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{16e};

R^{16e}, at each occurrence, is selected from methyl, ethyl, Cl, F, Br, I, CN, CF_3, and OCH_3;

R^{16f}, at each occurrence, is selected from H; and

r is selected from 0, 1, and 2.

18. The compound of claim 17, wherein:

R^3 is selected from a $(CR^{3'}R^{3''})_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{15} and a $(CR^{3'}CR^{3''})_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, subsituted with 0-2 R^{15}

$R^{3'}$ and $R^{3''}$, at each occurrence, are selected from H;

R^{15}, at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, F, CN, $(CHR')_rNR^{15a}R^{15a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{15d}$, $(CHR')_rC(O)(CHR')_rR^{15b}$, $(CHR')_rC(O)NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$, $(CHR')_rNR^{15f}C(O)NR^{15a}R^{15a'}$, $(CHR')_rC(O)O(CHR')_rR^{15d}$, $(CHR')_rOC(O)(CHR')_rR^{15b}$, $(CHR')_rS(O)_p(CHR')_rR^{15b}$, $(CHR')_rS(O)_2NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}S(O)_2(CHR')_rR^{15b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CHR')_r$phenyl substituted with 0-3 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

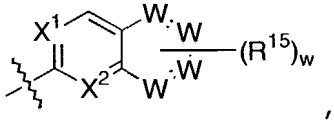
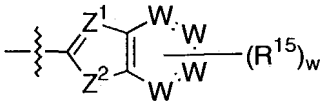
R', at each occurrence, is selected from H, and C_{1-6} alkyl;

R^{15a} and $R^{15a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{15e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C_{1-6} alkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{15e}, and $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e}; and

R^{15e}, at each occurrence, is selected from C_{1-6} alkyl, Cl, F, Br, I, CN, $(CF_2)_rCF_3$, and OH.

19. The compound of claim 14, wherein:

G is selected from  , and  .

20. The compound of claim 19, wherein:

R^1 is H;

both X^1 and X^2 cannot be C; and

Z^2 is selected from $NR^{1'}$, O, and S.

21. The compound of claim 20, wherein:

R^{16}, at each occurrence, is selected from methyl, ethyl, propyl, iso-propyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CHR')_rNR^{16a}R^{16a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{16d}$, $(CHR')_rC(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$, $(CHR')_rS(O)_p(CHR')_rR^{16b}$, $(CHR')_rS(O)_2NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$, C_{1-6} haloalkyl, and $(CHR')_r$phenyl substituted with 0-3 R^{16e};

R^{16a} and $R^{16a'}$, at each occurrence, are selected from H, methyl, ethyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{16e};

R^{16e}, at each occurrence, is selected from methyl, ethyl, Cl, F, Br, I, CN, CF_3, and OCH_3;

R^{16f}, at each occurrence, is selected from H; and

r is selected from 0, 1, and 2.

22. The compound of claim 21, wherein:

R^{15}, at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, F, CN, $(CHR')_rNR^{15a}R^{15a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{15d}$, $(CHR')_rC(O)(CHR')_rR^{15b}$, $(CHR')_rC(O)NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$, $(CHR')_rNR^{15f}C(O)NR^{15a}R^{15a'}$, $(CHR')_rC(O)O(CHR')_rR^{15d}$, $(CHR')_rOC(O)(CHR')_rR^{15b}$, $(CHR')_rS(O)_p(CHR')_rR^{15b}$, $(CHR')_rS(O)_2NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}S(O)_2(CHR')_rR^{15b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CHR')_r$phenyl substituted with 0-3 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R', at each occurrence, is selected from H, and C_{1-6} alkyl;

R^{15a} and $R^{15a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{15e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C_{1-6} alkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{15e}, and $(CH_2)_r$-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e}; and

R^{15e}, at each occurrence, is selected from C_{1-6} alkyl, Cl, F, Br, I, CN, $(CF_2)_rCF_3$, and OH.

23. The compound of claim 1 wherein the compound is selected from:

N-(3-acetylphenyl)-*N'*-[(2*R*)-2-[[*cis*-4-[(4-fluorophenyl)methyl]-1-cyclohexyl]amino]-(1*R*)-1-cyclohexyl]urea hydrochloride;

N-(3-acetylphenyl)-*N'*-[(2*R*)-2-[[*trans*-4-[(4-fluorophenyl)methyl]-1-cyclohexyl]amino]-(1*R*)-1-cyclohexyl]urea hydrochloride;

N-(3-cyanophenyl)-*N'*-[(2*R*)-2-[[*trans*-4-[(4-fluorophenyl)methyl]-1-cyclohexyl]amino]-(1*R*)-1-cyclohexyl]urea trifluoroacetate;

N-(3-cyanophenyl)-*N'*-[(2*R*)-2-[[*cis*-4-[(4-fluorophenyl)methyl]-1-cyclohexyl]amino]-(1*R*)-1-cyclohexyl]urea trifluoroacetate;

N-(3-cyanophenyl)-*N'*-[(2*S*)-2-[[*trans*-4-[(4-fluorophenyl)methyl]-1-cyclohexyl]amino]-(1*S*)-1-cyclohexyl]urea trifluoroacetate;

N-(3-cyanophenyl)-*N'*-[(2*S*)-2-[[*cis*-4-[(4-fluorophenyl)methyl]-1-cyclohexyl]amino]-(1*S*)-1-cyclohexyl]urea trifluoroacetate;

N-(3-acetylphenyl)-*N'*-[(2*S*)-2-[[*trans*-4-[(4-fluorophenyl)methyl]-1-cyclohexyl]amino]-(1*S*)-1-cyclohexyl]urea trifluoroacetate;

N-(3-acetylphenyl)-*N'*-[(2*S*)-2-[[*cis*-4-[(4-fluorophenyl)methyl]-1-cyclohexyl]amino]-(1*S*)-1-cyclohexyl]urea trifluoroacetate;

N-(3-acetylphenyl)-*N'*-[(2*R*)-2-[[(3*R*)-3-[(4-fluorophenyl)methyl]-(1*R*)-1-cyclohexyl]amino]-(1*R*)-1-cyclohexyl]urea;

N-(3-acetylphenyl)-*N'*-[(2*R*)-2-[[(3*R*)-3-[(4-fluorophenyl)methyl]-(1*S*)-1-cyclohexyl]amino]-(1*R*)-1-cyclohexyl]urea;

N-(3-acetylphenyl)-*N'*-[(2*R*)-2-[[(3*S*)-3-[(4-fluorophenyl)methyl]-(1*R*)-1-cyclohexyl]amino]-(1*R*)-1-cyclohexyl]urea;

N-(3-acetylphenyl)-*N'*-[(2*R*)-2-[[(3*S*)-3-[(4-fluorophenyl)methyl]-(1*S*)-1-cyclohexyl]amino]-(1*R*)-1-cyclohexyl]urea;

N-(4-fluorophenyl)-*N'*-[(2*R*)-2-[[(3*R*)-3-[(4-fluorophenyl)methyl]-(1*R*)-1-cyclohexyl]amino]-(1*R*)-1-cyclohexyl]urea;

N-(4-fluorophenyl)-*N'*-[(2*R*)-2-[[(3*R*)-3-[(4-fluorophenyl)methyl]-(1*S*)-1-cyclohexyl]amino]-(1*R*)-1-cyclohexyl]urea;

N-(4-fluorophenyl)-*N'*-[(2*R*)-2-[[(3*S*)-3-[(4-fluorophenyl)methyl]-(1*R*)-1-cyclohexyl]amino]-(1*R*)-1-cyclohexyl]urea;

N-(4-fluorophenyl)-*N'*-[(2*R*)-2-[[(3*S*)-3-[(4-fluorophenyl)methyl]-(1*S*)-1-cyclohexyl]amino]-(1*R*)-1-cyclohexyl]urea;

N-(3-acetylphenyl)-*N'*-((3*S*,4*S*)-4-{[4-(4-fluorobenzyl)cyclohexyl]amino}tetrahydro-3-furanyl)urea;

N-(3-acetylphenyl)-*N'*-({(2*S*)-1-[4-(4-fluorobenzyl)cyclohexyl]pyrrolidinyl}methyl)urea;

N-(3-acetylphenyl)-*N'*-({(2*S*)-1-[4-(4-fluorobenzyl)cyclohexyl]pyrrolidinyl}methyl)urea;

N-(3-acetylphenyl)-*N*'-({(2*R*)-1-[4-(4-fluorobenzyl)cyclohexyl]pyrrolidinyl}methyl)urea;

N-(3-acetylphenyl)-*N*'-({(2*R*)-1-[4-(4-fluorobenzyl)cyclohexyl]pyrrolidinyl}methyl)urea;

N-(3-acetylphenyl)-*N*'-{(3*R*)-1-[4-(4-fluorobenzyl)cyclohexyl]pyrrolidinyl}urea;

N-(3-acetylphenyl)-*N*'-{(3*R*)-1-[4-(4-fluorobenzyl)cyclohexyl]pyrrolidinyl}urea;

N-(3-acetylphenyl)-*N*'-{(3*S*)-1-[4-(4-fluorobenzyl)cyclohexyl]pyrrolidinyl}urea; and

N-(3-acetylphenyl)-*N*'-{(3*S*)-1-[4-(4-fluorobenzyl)cyclohexyl]pyrrolidinyl}urea.

24. A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1.

25. A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

26. A method for treating or preventing inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

27. A method for treating or preventing asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.